

FEB 20 '12 -2 17 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Rd, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

VIA UPS NEXT DAY AIR

February 16, 2012

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Termination

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Termination dated February 16, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease which was duly filed with the Surface Transportation Board on January 23, 2001 at 11:32 a.m. with Recordation No. 23351. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N. River Rd., Suite 5000
Rosemont, IL 60018

Lessee: Cedar Rapids and Iowa City Railway Co.
2330 12th Street, S.W.
Cedar Rapids, IA 52404

The enclosed document is for two (2) flatcars having NOKL marks (see Exhibit A for car numbers) which has been terminated in all respects and is no longer covered under the Lease.

A short summary of the document to appear in the index follows:

Memorandum of Lease Termination

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Rail Documentation Specialist

Enclosures
(CIC001)

FEB 22 '12 -2 17 PM

MEMORANDUM OF LEASE TERMINATION

SURFACE TRANSPORTATION BOARD

Feb 16, 2012 THIS MEMORANDUM OF LEASE TERMINATION (the "Memorandum") dated as of is made by First Union Rail Corporation (the "Lessor"), a North Carolina corporation, and pertains to that certain Lease Agreement dated as of November 30, 2000, and Rider No. 1 also dated November 30, 2000 (collectively, the "Lease"), between Lessor and Cedar Rapids and Iowa City Railway Company (the "Lessee"), an Iowa corporation.

W I T N E S S E T H:

WHEREAS, Lessor and Lessee entered into the Lease whereby Lessor has agreed to lease to Lessee certain railcars (the "Equipment") as more particularly described in on Exhibit A attached hereto; and,

WHEREAS, Lessor and Lessee entered into certain Memorandum of Lease, evidencing the above-described Lease of such Equipment, which was filed at the Surface Transportation Board on January 23, 2001 at 11:32 a.m. with recordation number 23351.

WHEREAS, certain Equipment has been released and is no longer covered under the Lease; and,

NOW, THEREFORE, the Lessor desires to clarify the public record state as follows:

1. This Notice serves as notice that the Equipment listed on the attached Exhibit A as evidenced by the Memorandum of Lease filed with the Surface Transportation Board, has been terminated in all respects.
2. All of the interest of the Lessee, its successors and assigns, in the Equipment listed on Exhibit A arising pursuant to the Lease has been terminated.
3. Lessor wishes to record this Notice of Termination of Lease and Termination of Memorandum of Lease so as to release the lien with respect to the Equipment.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

LESSOR:

FIRST UNION RAIL CORPORATION

Name: Richard F. Seymour

Title: Vice President Sales & Marketing

Signature: 

**EXHIBIT A
TO
MEMORANDUM OF LEASE TERMINATION**

NUMBER OF CARS:	Two (2)
DESCRIPTION OF CARS:	100-ton bulkhead flatcars
CAR NUMBERS:	NOKL 724533 NOKL 724534